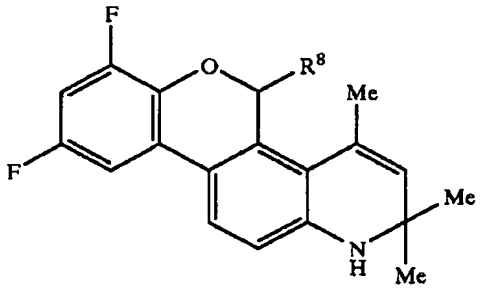
AMENDMENTS TO THE CLAIMS:

Claims 1, 5, 9-11, 15, 19, 23 and 24 are amended herein. Claims 41-55, which correspond to original claims 26-40, are added. This listing of claims will replace all prior versions, and listings of claims, in the application.

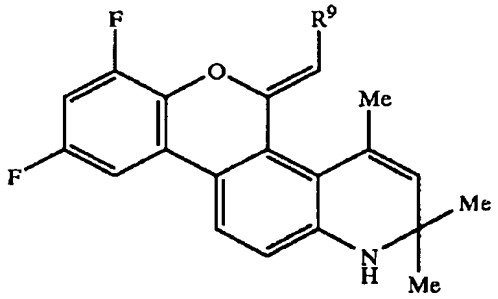
LISTING OF CLAIMS:

1. (Original) A compound of the formula:



(I)

or



(II)

wherein:

R^8 is selected from the group of C_1-C_{12} alkyl, C_1-C_{12} heteroalkyl, C_1-C_{12} haloalkyl, C_2-C_{12} alkenyl, C_2-C_{12} heteroalkenyl, C_2-C_{12} haloalkenyl, C_2-C_{12} alkynyl, C_2-C_{12} heteroalkynyl, C_2-C_{12} haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, $CO2CH_3$, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

R^9 is selected from the group of hydrogen, F, Cl, Br, I, CN, C_1-C_8 alkyl, C_1-C_8 heteroalkyl, C_1-C_8 haloalkyl, C_2-C_8 alkenyl or cycloalkenyl, C_2-C_8 heteroalkenyl, C_2-C_8 haloalkenyl, C_2-C_8 alkynyl, C_2-C_8 heteroalkynyl, C_2-C_8 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

R^{10} and R^{11} each independently is hydrogen, or C_1-C_4 alkyl;

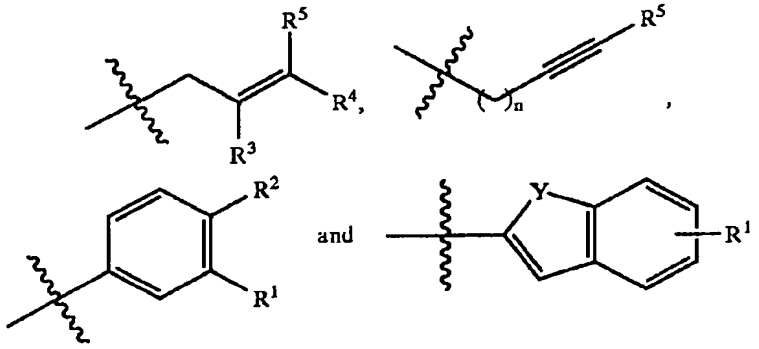
or a pharmaceutically acceptable salt or prodrug thereof.

2. (Original) A compound according to claim 1, wherein R^8 is selected from the group of C_1-C_8 alkyl, C_1-C_8 heteroalkyl, C_1-C_8 haloalkyl, C_2-C_8 alkenyl, C_2-C_8 heteroalkenyl, C_2-C_8 haloalkenyl, C_2-C_8 alkynyl, C_2-C_8 heteroalkynyl, C_2-C_8 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

3. (Original) A compound according to claim 2, wherein R^8 is selected from the group of C_1-C_4 alkyl, C_1-C_4 heteroalkyl, C_1-C_4 haloalkyl, C_2-C_4 alkenyl, C_2-C_4 heteroalkenyl, C_2-C_4 haloalkenyl, C_2-C_4 alkynyl, C_2-C_4 heteroalkynyl, and C_2-C_4 haloalkynyl.

4. (Original) A compound according to claim 2, wherein R^8 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, CN, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

5. (Currently amended) A compound according to claim 2, wherein R^8 is selected from the group of



wherein:

R^1 and R^2 each independently is selected from the group of hydrogen, F, Cl, Br and C_1-C_4 alkyl;

R^3 through R^5 each independently is selected from group of hydrogen, F, Cl, and C_1-C_4 alkyl;

n is 0 or 1; and

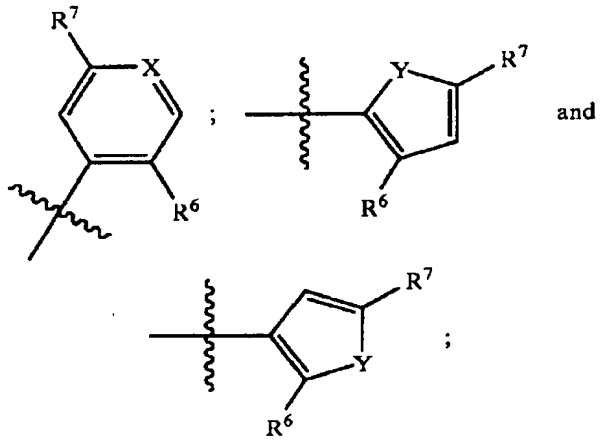
Y is selected from the group of O, S, and NR^{10}.

6. (Original) A compound according to claim 1, wherein R^9 is selected from the group of hydrogen, F, Cl, Br, CN, C_1-C_6 alkyl, C_1-C_6 heteroalkyl, C_1-C_6 haloalkyl, C_2-C_6 alkenyl or cycloalkenyl, C_2-C_6 heteroalkenyl, C_2-C_6 haloalkenyl, C_2-C_6 alkynyl, C_2-C_6 heteroalkynyl, C_2-C_6 haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

7. (Original) A compound according to claim 6, wherein R^9 is selected from the group of hydrogen, Br, C_1, C_1-C_4 alkyl, C_1-C_4 heteroalkyl, C_1-C_4 haloalkyl, C_2-C_4 alkenyl, C_2-C_4 heteroalkenyl, C_2-C_4 haloalkenyl, C_2-C_4 alkynyl and C_2-C_4 heteroalkynyl, C_2-C_4 haloalkynyl.

8. (Original) A compound according to claim 6, wherein R^9 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, CN, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

9. (Currently amended) A compound according to claim 6, wherein R^9 is selected from the group of



wherein:

R^6 is selected from the group of hydrogen, F, Cl, Br, C_1-C_4 alkyl, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

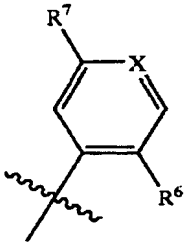
R^7 is hydrogen, F, or Cl;

R^{10} and R^{11} each independently is hydrogen, or C_1-C_4 alkyl;

X is CH or N; and

Y is selected from the group of O, S, and NR^{10}.

10. (Currently amended) A compound according to claim 9, wherein:

R^9 is  ;

R^6 is selected from the group of hydrogen, F, Cl, C_1-C_4 alkyl, OMe, OEt, NHMe, and NMe_2;

R^7 is hydrogen, F, or Cl; and

X is CH or N.

11. (Currently amended) A compound according to claim 9, ~~where~~ wherein R^6 is selected from the group of F, Me, Et, OMe, OEt, SMe, and NMe_2.

12. (Original) A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5(Z)-benzylidene-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 10);

7,9-difluoro-5(Z)-(2-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 12);

7,9-difluoro-5(Z)-(2-chlorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 13);

7,9-difluoro-5(Z)-(4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 14);

7,9-difluoro-5(Z)-(3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]quinoline (Compound 15);

7,9-difluoro-5(Z)-(4-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]quinoline (Compound 16);

7,9-difluoro-5(Z)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 17);

7,9-difluoro-5(Z)-(2-methoxybenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 18);

7,9-difluoro-5(Z)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 19);

7,9-difluoro-5(Z)-(3-methyl-4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 20);

7,9-difluoro-5(Z)-(2-methyl-3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 21);

7,9-difluoro-5(Z)-(3-methyl-2-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 22);

7,9-difluoro-5(Z)-(2,3-dimethylbenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 23);

7,9-difluoro-5(Z)-cyanomethylidene-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 24);

7,9-difluoro-5(Z)-hexylidene-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 25);

7,9-difluoro-5(Z)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 26);

7,9-difluoro-5(Z)-(2,4,5-trifluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 27);

7,9-difluoro-5-methylidene-1,2-dihydro-2,2,4-trimethyl-5-H-chromeno[3,4-*f*]-quinoline (Compound 28);

7,9-difluoro-5(Z)-bromomethylidene-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 29);

7,9-difluoro-5(Z)-(3-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 30);

7,9-difluoro-5(Z)-(2-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 31);

(±)-7,9-difluoro-5-methoxy-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 32);

(±)-7,9-difluoro-5-phenyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 33);

(±)-7,9-difluoro-5-(3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 34);

(±)-7,9-difluoro-5-(1,3-benzodioxo-l-5-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 35);

(±)-7,9-difluoro-5-(4-bromophenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 36);

(±)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 37);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 38);

(+)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 39);

(±)-7,9-difluoro-5-(3-fluoro- phenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 40);

(±)-7,9-difluoro-5-(3-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5-H-chromeno[3,4-*f*]-quinoline (Compound 41);

(±)-7,9-difluoro-5-(3-bromophenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 42);

(±)-7,9-difluoro-5-(4-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5-H-chromeno[3,4-*f*]-quinoline (Compound 43);

(±)-7,9-difluoro-1,2-dihydro-2,2,4,5-tetramethyl-5H-chromeno[3,4-*f*]quinoline (Compound 44);

(±)-7,9-difluoro-5-(2-oxo-2-phenylethyl)-1,2-dihydro-2,2,4-trimethyl-5-H-chromeno-[3,4-*f*]quinoline (Compound 45);

(±)-7,9-difluoro-5-ethyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 46);

(±)-7,9-difluoro-5-ethenyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 47);

(±)-7,9-difluoro-5-(2-oxo-3-butenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 48);

(±)-7,9-difluoro-1,2-dihydro-α,α,2,2,4-pentamethyl-5H-chromeno[3,4-*f*]quinoline-5-ethanoate (Compound 49);

(±)-7,9-difluoro-5-ethynyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 50);

(±)-7,9-difluoro-5-cyano-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 51);

(±)-7,9-difluoro-5-butyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 52);

(±)-7,9-difluoro-5-(2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 53);

(±)-7,9-difluoro-5-(2-furyl)-1,2-dihydro-2,2,4-trimethy- l-5H-chromeno[3,4-*f*]-quinoline (Compound 54);

(±)-7,9-difluoro-5-allyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 55);

(±)-7,9-difluoro-5-[3-(trifluoromethyl)phenyl]-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 56);

Ethyl-(±)-7,9-difluoro-1,2-dihydro-α-methylene-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline-5-propanoate (Compound 57);

(±)-7,9-difluoro-1,2-d- ihydro-.beta.-methylene-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline-5-propanol (Compound 58);

(±)-7,9-difluoro-1,2-dihydro-13-methylene-2,2,4-tri- methyl-5H-chromeno[3,4-*f*]-quinoline-5-propanol acetate(Compound 59);

(±)-7,9-difluoro-5-(1-methylethenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 60);

(±)-7,9-difluoro-5-(N-methyl-2-pyrrolyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]quinoline (Compound 61);

(±)-7,9-difluoro-5-phenylethynyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 62);

(±)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 63);

(-)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 64);

(+)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 65);

(±)-7,9-difluoro-5-(5-methyl-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 66);

(±)-7,9-difluoro-5-(2-benzo-[b]-furyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 67);

(±)-7,9-difluoro-5-[4-(dimethylamino)phenyl]-1,2-dihydr- o-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 68);

(±)-7,9-difluoro-5-(5-methyl-2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 69);

(±)-7,9-difluoro-5-(5-methoxy-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 70);

(±)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 71);

(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 72);

(+)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 73);

(±)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 74);

(-)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 75);

(+)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 76);

(±)-7,9-difluoro-5-(4,5-dimethyl-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]quinoline (Compound 77);

(±)-7,9-difluoro-5-(2-methyl-1-propenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]quinoline (Compound 78);

(±)-7,9-difluoro-5-(3,4-dimethyl-2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 79);

(±)-7,9-difluoro-5-(3-(3-bromophenyl)phenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 80); and

7,9-difluoro-5-(2-methyl- benzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 81).

13. A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5(Z)-benzylidene-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 10);

7,9-difluoro-5(Z)-(2-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]quinoline (Compound 12);

7,9-difluoro-5(Z)-(3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]quinoline (Compound 15);

7,9-difluoro-5(Z)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 17);

7,9-difluoro-5 (Z)-(2-methoxybenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]quinoline (Compound 18);

7,9-difluoro-5(Z)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 19);

7,9-difluoro-5(Z)-(3-methyl-4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]quinoline (Compound 20);

7,9-difluoro-5(Z)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 26);

7,9-difluoro-5(Z)-(3-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]quinoline (Compound 30);

7,9-difluoro-5(Z)-(2-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]quinoline (Compound 31);

(±)-7,9-difluoro-5-(3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 34);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 38);

(+)-7,9-difluoro-5-(3-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 41);

(±)-7,9-difluoro-1,2-dihydro-2,2,4,5-tetramethyl-5H-chromeno[3,4-*f*]quinoline (Compound 44);

(±)-7,9-difluoro-5-allyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 55);

(±)-7,9-difluoro-5-(3-trifluoromethylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 56);

(±)-7,9-difluoro-5-(benzo- [b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 63);

(-)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 64);

(+)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 65);

(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 72);

(-)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 75); and

7,9-difluoro-5-(2-methylbenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 81).

14. A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5(Z)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 17);

7,9-difluoro-5(Z)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 19);

7,9-difluoro-5 (Z)-(3-methyl-4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 20);

7,9-difluoro-5(Z)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 26);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 38);

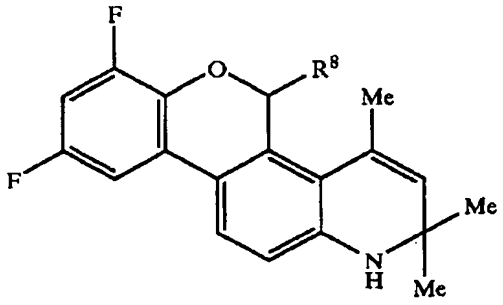
(±)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 63);

(-)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 64);

(±)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 65); and

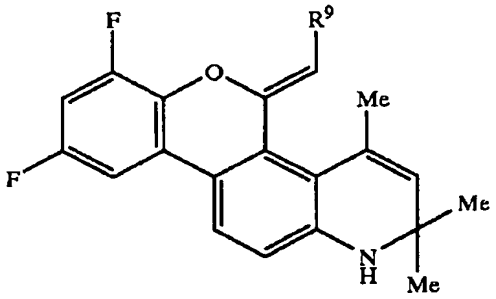
(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 72).

15. (Currently amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of formula:



(I)

or



(II)

wherein:

R^8 is selected from the group of C_1-C_{12} alkyl, C_1-C_{12} heteroalkyl, C_1-C_{12} haloalkyl, C_2-C_{12} alkenyl, C_2-C_{12} heteroalkenyl, C_2-C_{12} haloalkenyl, C_2-C_{12} alkynyl, C_2-C_{12} heteroalkynyl, C_2-C_{12} haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

R^9 is selected from the group of hydrogen, F, Cl, Br, I, CN, C_1-C_8 alkyl, C_1-C_8 heteroalkyl, C_1-C_8 haloalkyl, C_2-C_8 alkenyl or cycloalkenyl, C_2-C_8 heteroalkenyl, C_2-C_8 haloalkenyl, C_2-C_8 alkynyl, C_2-C_8 heteroalkynyl, C_2-C_8 haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$; and

R^{10} and R^{11} each independently is hydrogen, or C_1-C_4 alkyl;

or a pharmaceutically acceptable salt or prodrug thereof.

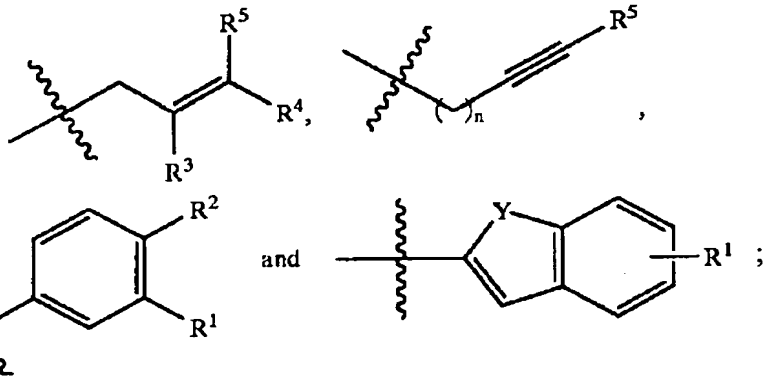
16. (Original) A pharmaceutical composition according to claim 15, wherein R^8 is selected from the group of C_1-C_8 alkyl, C_1-C_8 heteroalkyl, C_1-C_8 haloalkyl, C_2-C_8 alkenyl, C_2-C_8 heteroalkenyl, C_2-C_8 haloalkenyl, C_2-C_8 alkynyl, C_2-C_8 heteroalkynyl, C_2-C_8 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected

from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

17. (Original) A pharmaceutical composition according to claim 16, wherein R^8 is selected from the group of C_1-C_4 alkyl, C_1-C_4 heteroalkyl, C_1-C_4 haloalkyl, C_2-C_4 alkenyl, C_2-C_4 heteroalkenyl, C_2-C_4 haloalkenyl, and C_2-C_4 alkynyl, C_2-C_4 heteroalkynyl and C_2-C_4 haloalkynyl.

18. (Original) A pharmaceutical composition according to claim 16, wherein R^8 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, CN, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

19. (Currently amended) A pharmaceutical composition according to claim 16, wherein R^8 is selected from the group of



wherein:

R^1 and R^2 each independently is selected from the group of hydrogen, F, Cl, Br and C_1-C_4 alkyl;

R^3 through R^5 each independently is selected from the group of hydrogen, F, Cl, and C_1-C_4 alkyl;

n is 0 or 1; and

Y is selected from the group of O, S, and NR^{10}.

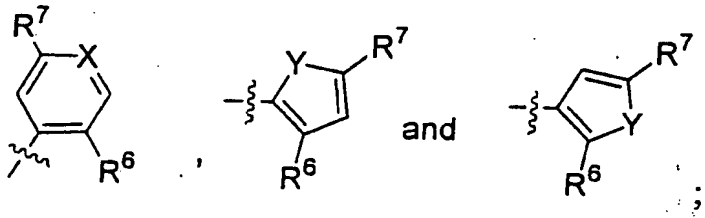
20. (Original) A pharmaceutical composition according to claim 15, wherein R^9 is selected from the group of hydrogen, F, Cl, Br, CN, C_1-C_6 alkyl, C_1-C_6 heteroalkyl, C_1-C_6 haloalkyl, C_2-C_6 alkenyl or cycloalkenyl, C_2-C_6 heteroalkenyl, C_2-C_6 haloalkenyl, C_2-C_6 alkynyl, C_2-C_6 heteroalkynyl, C_2-C_6 haloalkynyl, aryl and heteroaryl, optionally substituted

with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

21. (Original) A pharmaceutical composition according to claim 20, wherein R^9 is selected from the group of hydrogen, Br, C_1, C_1-C_4 alkyl, C_1-C_4 heteroalkyl, C_1-C_4 haloalkyl, C_2-C_4 alkenyl, C_2-C_4 heteroalkenyl, C_2-C_4 haloalkenyl, C_2-C_4 alkynyl, C_2-C_4 heteroalkynyl, and C_2-C_4 haloalkynyl.

22. (Original) A pharmaceutical composition according to claim 20, wherein R^9 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, CN, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

23. (Currently amended) A pharmaceutical composition according to claim 22, wherein R^9 is selected from the group of:



wherein:

R^6 is selected from the group of hydrogen, F, Cl, Br, C_1-C_4 alkyl, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

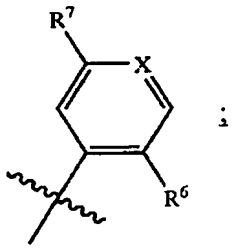
R^7 is hydrogen, F, or Cl;

R^{10} and R^{11} each independently is hydrogen, or C_1-C_4 alkyl;

X is CH or N; and

Y is selected from group of O, S, and NR^{10}.

24. (Currently amended) A pharmaceutical composition according to claim 23, wherein R^9 is



wherein:

R^6 is selected from the group of hydrogen, F, Cl, C_1-C_4 alkyl, OMe, OEt, NHMe, and NMe_2; and

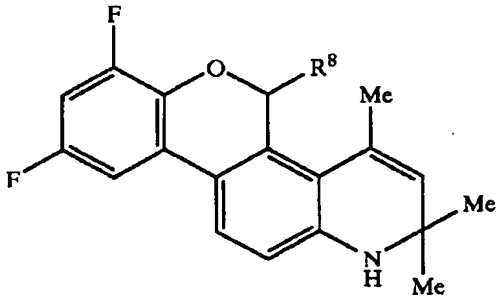
R^7 is hydrogen, F, or Cl.

25. (Original) A pharmaceutical composition according to claim 23, where R^6 is selected from the group of F, Me, Et, OMe, OEt, SMe, and NMe_2.

Claims 26-40 (Cancelled)

41. (New) A method of treating a condition mediated by a progesterone receptor, comprising administering to an individual a pharmaceutically effective amount of a compound of any one of claims 1 to 14.

42. (New) The method of claim 41, wherein the compound is represented by formula (I):



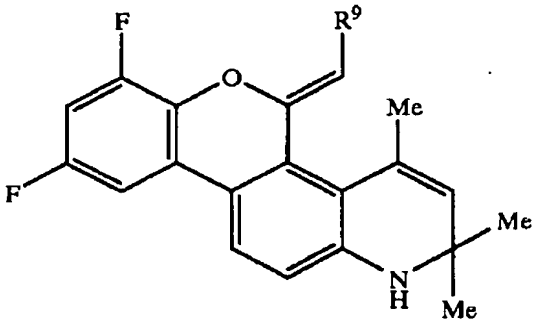
(I)

wherein:

R^8 is selected from among C_1-C_{12} alkyl, C_1-C_{12} heteroalkyl, C_1-C_{12} haloalkyl, C_2-C_{12} alkenyl, C_2-C_{12} heteroalkenyl, C_2-C_{12} haloalkenyl, C_2-C_{12} alkynyl, C_2-C_{12} heteroalkynyl, C_2-C_{12} haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

or a pharmaceutically acceptable salt or prodrug thereof.

43. (New) The method of claim 41, wherein the compound is represented by formula (II):



(II)

wherein:

R^9 is selected from among hydrogen, F, Cl, Br, I, CN, C_1-C_8 alkyl, C_1-C_8 heteroalkyl, C_1-C_8 haloalkyl, C_2-C_8 alkenyl or cycloalkenyl, C_2-C_8 heteroalkenyl, C_2-C_8 haloalkenyl, C_2-C_8 alkynyl, C_2-C_8 heteroalkynyl, C_2-C_8 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1-C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

or a pharmaceutically acceptable salt or prodrug thereof.

44. (New) The method of claim 41, wherein the condition is selected from the group consisting of dysfunctional uterine bleeding, dysmenorrhea, endometriosis, leiomyomas (uterine fibroids), hot flushes, mood disorders, meningiomas, hormone-dependent cancers, and female osteoporosis.

45. (New) A method of modulating fertility in an individual, comprising administering to the individual a pharmaceutically effective amount of a compound of any one of claims 1 to 25.

46. (New) A contraceptive method, comprising administering to an individual a pharmaceutically effective amount of a compound of any one of claims 1 to 25.

47. (New) The method of claim 41, wherein the condition is alleviated with female hormone replacement therapy.

48. (New) A method of modulating a progesterone receptor in an individual, comprising administering a progesterone modulating effective amount of a compound of any one of claims 1 to 25.

49. (New) The method of claim 48, wherein the modulation is activation.

50. (New) The method of claim 49, wherein the compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 100 nM.

51. (New) The method of claim 49, wherein the compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 50 nM.

52. (New) The method of claim 49, wherein the compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 20 nM.

53. (New) The method of claim 49, wherein the compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 10 nM.

54. (New) A method of treating cancer in an individual, comprising administering to the individual a pharmaceutically effective amount of a compound of any one of claims 1 to 25.

55. (New) A method of detecting the presence of a progesterone receptor in a cell or cell extract, comprising:

(a) labeling a compound of any one of claims 1 to 25;

(b) contacting the cell or cell extract with the labeled compound; and

(c) testing the contacted cell or cell extract to determine the presence of the labeled compound, thereby detecting the presence of progesterone receptor.